

6752-D
RECORDATION NO. _____ Filed & Recorded

(ACF)

NOV 16 1972 -2 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of October 1, 1972 to Conditional Sale Agreement dated as of September 1, 1972 ("Conditional Sale Agreement") among ACF Industries, Incorporated, Mercantile Trust Company N.A. ("Vendee") and St. Louis-San Francisco Railway Company ("Guarantor").

WHEREAS, the Guarantor and the Vendee wish to amend the Lease referred to in the Conditional Sale Agreement, among other things to grant the Guarantor an option, under certain circumstances, to cause a designee of the Guarantor to purchase the interest of the Vendee in the Units and Security Documents referred to in the Lease.

Now, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. Article 8 of the Conditional Sale Agreement is hereby amended by adding at the end of the first sentence of the second paragraph thereof, the following: ", including, without limitation, any assignment, transfer or disposition pursuant to the *proviso* to the first sentence of Article 15 of this Agreement".

2. Article 15 of the Conditional Sale Agreement is hereby amended by adding at the end of the first sentence of Article 15 of the Model CSA Provisions, the following: ";provided, however, that, if such sale, assignment, transfer or disposition is pursuant to the option of the Guarantor provided in Paragraph (6) of § 17 of the Lease, as amended by Amendment dated as of October 1, 1972, Mercantile Trust Company N.A. shall be discharged from its obligations under this Agreement upon execution and delivery to the Vendor of an instrument whereby (x) the Guarantor expressly assumes all of the obligations of the Vendee under this Agreement and (y) acknowledges that such sale, assignment, transfer or disposition is expressly subject in all respects to the rights and remedies of the Vendor hereunder (including, without limitation, rights and remedies against the Guarantor in its capacity as Guarantor under this Agreement and as successor to the Vendee)."

Filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on, 1972, atM.,
Recordation No.

STATE OF NEW YORK }
 COUNTY OF NEW YORK } ss.:

On this 23rd day of October, 1972, before me personally came W. W. Wilson, to me known, who, being by me duly sworn, did depose and say that he resides at 870 U.N. Plaza, New York, N.Y.; that he is a Vice President of ACF INDUSTRIES, INCORPORATED, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that one of the seals affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Edwin F. Meyer
 Notary Public

[NOTARIAL SEAL]

My Commission Expires March 30, 1974.

EDWIN F. MEYER
 NOTARY PUBLIC, State of New York
 No. 30-7917803
 Qualified in Nassau County
 Certificate filed in New York County
 Commission Expires March 30, 1974